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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
:   
General Motors Corp., *et al.*, : Case No. 09-50026 (REG)  
: (Jointly Administered)  
Debtors. :   
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**CURE OBJECTION OF DUERR AG, DUERR SYSTEMS INC., AND DUERR  
ECOCLEAN, INC. PURSUANT TO SECTION 365(b)(1) OF THE BANKRUPTCY  
CODE TO THE NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND  
ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF  
PERSONAL PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL  
REAL PROPERTY AND (II) CURE AMOUNTS RELATED THERETO**

Duerr AG, Duerr Systems Inc. ("Duerr Systems") and Duerr Ecoclean, Inc. ("Duerr Ecoclean") (collectively, "Duerr AG"), by and through their undersigned counsel, file this Cure Objection Pursuant to Section 365(b)(1) of the Bankruptcy Code to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property, and (II) Cure Amounts Related Thereto (the "Assignment Notice").

As more fully explained below, Duerr AG does not object to the assumption of its contracts but rather disputes the proposed Cure Amounts<sup>1</sup> associated with those contracts.

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<sup>1</sup> Capitalized terms not herein defined have the meaning ascribed to them in the Assignment Notice.

### **STATEMENT OF FACTS**

1. On June 1, 2009, General Motors LLC and certain of its subsidiaries and affiliates (collectively, the “Debtors”) filed their chapter 11 petitions in the Bankruptcy Court for the Southern District of New York (the “Court”).

2. On June 2, 2009, the Court entered its Order, Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 6006, (I) Approving Procedures for the Sale of the Debtors’ Assets pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline And Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures And Approving Form Of Notice (Docket No. 274) (the “Bidding Procedures Order”).

3. The Assignment Notice is attached to the Bidding Procedures Order as Exhibit D.

4. Paragraph 5 of the Assignment Notice directs Duerr AG to access the Contract Website in order to view the Cure Amount to which the Debtors claim it is entitled.

5. The Contract Website lists 65 contracts for supplier Duerr AG, and lists a “Cure Amount” of \$192,324.31 for supplier Duerr AG.

### **LIMITED OBJECTION AND RESERVATION OF RIGHTS**

6. Duerr AG believes that its subsidiaries Duerr Systems and Duerr Ecoclean are the suppliers designated as “Duerr AG” on the Contract Website.

7. As stated above, Duerr AG does not object to the assumption of its contracts with the Debtors. Rather, Duerr AG believes that both Duerr Systems and Duerr Ecoclean are entitled to Cure Amounts greater than those listed on the Contract Website. In fact, Duerr Systems is

entitled to the Cure Amount of not less than \$1,598,246 and Duerr Ecoclean is entitled to the Cure Amount of not less than \$ 11,337,050.

8. Paragraph 10 of the Bidding Procedures Order directs suppliers like Duerr AG who dispute the proposed Cure Amount associated with their contracts with the Debtors to file objections with the Court. It further directs the Debtors, Duerr AG, and the Purchaser to “meet and confer in good faith to attempt to resolve any such objection without Court intervention.” (Bidding Procedures Order ¶ 10.)

9. In order to comply with the Court’s Bidding Procedures Order and to put the Debtors on notice of the limited objection to the proposed Cure Amounts associated with its contracts, Duerr AG files this Cure Objection.

10. Duerr AG believes that it will be able to resolve this dispute with the Debtors and the Purchaser without Court intervention as required by the Bidding Procedures Order. In the event that the dispute is not resolved, however, Duerr AG reserves the right to supplement this objection with legal arguments and evidence and to present such arguments and evidence at the appropriate time in accordance with ¶10 of the Bidding Procedure Order.

Dated: June 12, 2009  
New York, New York

Respectfully submitted,

SMITH, GAMBRELL & RUSSELL, LLP

/s/ William M. Barron  
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*Counsel for Duerr AG, Duerr Systems Inc.  
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**CERTIFICATE OF SERVICE**

Paul J. Lee, pursuant to 28 U.S.C. § 1746, certifies that: on June 12, 2009, a true and correct copy of the foregoing *cure objection* was filed via the Court's ECF System and will be electronically mailed to the parties that are registered or entitled to receive electronic notifications of such filing. Additionally, a copy of this *cure objection* was served on the following parties at the addresses listed below via Federal Express.

The Debtors  
c/o General Motors Corporation  
Cadillac Building  
30009 Van Dyke Avenue  
Warren, MI 48090-9025  
Attn: Warren Command Center, Mailcode 480-206-114

Attn: Harvey R. Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph M. Smolinsky, Esq.  
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New York, NY 10153

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U.S. Treasury  
1500 Pennsylvania Avenue NW, Room 2312  
Washington, DC 20220

Attn: John J. Rapisardi, Esq.  
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Attorneys for Export Development Canada  
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Attn: Diana G. Adams, Esq.  
Office of the U.S. Trustee for the  
Southern District of New York  
33 Whitehall Street, 21<sup>st</sup> Floor  
New York, NY 10004

I certify under penalty of perjury that the foregoing is true and correct.

Executed on June 12, 2009

/s/ Paul J. Lee  
Paul J. Lee